

EXHIBIT 2

**Articles of Incorporation
and
Certificate of Authority to Transact Business in Illinois**

**CERTIFICATE OF INCORPORATION
OF
CONSOLIDATED EDISON COMMUNICATIONS, INC.**

Under Section 402 of the Business Corporation Law

The undersigned, for the purpose of forming a corporation pursuant to section 402 of the Business Corporation Law of the State of New York, hereby certifies:

FIRST. The name of the corporation is Consolidated Edison Communications, Inc.

SECOND. The purpose for which the corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law of the State of New York. The corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

THIRD. The office of the corporation is to be located in the County of Westchester and State of New York.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is one hundred (100) shares of Common Stock, of one class only, each of which shares shall have a par value of ten cents (\$.10). No shares shall be subject to preemptive rights.

FIFTH. The Secretary of State of the State of New York is hereby designated as the agent of the corporation upon whom process against the corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon the Secretary of State as agent of the corporation is 4 Irving Place, New York, New York 10003, Attention: Corporate Secretary's Office.

SIXTH. The Board of Directors is authorized and empowered from time to time, by the vote of a majority of the Directors, to adopt, make, alter or repeal the By-Laws of the corporation.

SEVENTH. A Director of the Company shall not be liable to the Company or any of its stockholders for damages for any breach of duty in such capacity, except to the extent elimination or limitation of liability is not permitted by applicable law. Any repeal or modification of this Article shall not adversely affect any right, immunity or protection of a Director of the Company existing or provided hereunder with respect to any act or omission occurring prior to the repeal or modification.

EIGHTH. The undersigned Incorporator is over the age of eighteen.

IN WITNESS WHEREOF, the undersigned has subscribed this certificate this 7th day of November, 1997, and the undersigned affirms the statements contained in this certificate as true under the penalties of perjury.



Peter A. Irwin
Incorporator

4 Irving Place
New York, New York 10003

State of Illinois

Office of The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF CONSOLIDATED EDISON COMMUNICATIONS, INC. INCORPORATED UNDER THE LAWS OF THE STATE OF NEW YORK HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 18TH day of OCTOBER A.D. 2000 and of the Independence of the United States the two hundred and 25TH



Jesse White

Secretary of State

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE!

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
http://www.sos.state.il.us

This space for use by Secretary of State

FILED

OCT 18 2000

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State

Date 10-18-00
License Fee \$
Franchise Tax \$ 25.00
Filing Fee \$ 75.00
Penalties \$
Approved: MR \$100.00

Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order
payable to "Secretary of State."

1. (a) CORPORATE NAME: Consolidated Edison Communications, Inc. AN

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: New York

(b) Date of Incorporation: November 12, 1997

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located: (b) Address of principal office in Illinois:
(if none, so state)

132 West 31st Street, 13th Floor, New York, New York 10001 None

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent C T Corporation System
First Name Middle Name Last Name

Registered Office c/o C T Corporation System, 208 S. La Salle Street
Number Street Suite #

Chicago 60604 Cook
City ZIP Code County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
New York.

6128-3307 Residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President	<u>See attached list of officers</u>			
Secretary	<u> </u>			
Director	<u>See attached list of directors</u>			
Director	<u> </u>			
Director	<u> </u>			

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:

(If not sufficient space to cover this point, add one or more sheets of this size.)

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the New York Business Corporation Law and permitted under the Illinois Business Corporation Act.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common Stock (No series)		\$0.10	100	100

9. Paid-in Capital: \$ 8,025,000

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("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 6,577,000
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$10,00
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 0
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 0

11. Interrogatories: (Important — this section must be completed.)

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance:
Office: 132 West 21st Street, 13th Floor, New York, New York 10001.
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 100
- (d) Is the corporation transacting business in this state at this time? No
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**)

Dated 9/28 2000
(Month & Day) (Year)

(Exact Name of Corporation)

attested by Edward P. Reardon, Jr.
(Signature of Secretary or Assistant Secretary)

by Christopher J. Metaxas
(Signature of President or Vice President)

Edward P. Reardon, Jr.
(Type or Print Name and Title)

Christopher J. Metaxas, Vice President
(Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

**CONSOLIDATED EDISON COMMUNICATIONS, INC.
OFFICER/DIRECTOR RIDER**

Officers:

Name/Office:	Residence Address:	Business Address:
Peter A. Rust President & CEO	5 MacKay Way Roslyn, NY 11576	132 W. 31st Street, 13th Floor New York, NY 10001

Felipe J. Alvarez Chief Operating Officer	64-45 Booth Street, Apt. 401 Rego Park, NY 11274	132 W. 31st Street 13th Floor New York, NY 10001
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John F. Pinto VP, Engineering & Construction	80-77 208 th Street Hollis Hills, NY 11427	132 W. 31st Street 13th Floor New York, NY 10001
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Christopher J. Metaxas VP, Business Development	25 Carriage Road Roslyn, NY 11576	132 W. 31st Street 13th Floor New York, NY 10001
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Edward P. Reardon, Jr. Secretary	339 East 57th Street Apartment 1A New York, NY 10022	132 W. 31st Street 13th Floor New York, NY 10001
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Directors:
Name:

Residence Address: **Business Address:**

Robert P. Stelben	4 Ironwood Lane Darien, CT 06820	Consolidated Edison, Inc. 4 Irving Place-Rm. 1611-S New York, NY 10003
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John Nutant	65 Stuyvesant Ave. Rye, NY 10580	n/a - retired
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Louis P. Rana	62 Ridgewood Terrace Cappaqua, NY 10514	708 First Avenue, Rm 1005 New York, NY 10017
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To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

CONSOLIDATED EDISON COMMUNICATIONS, INC.,
INCORPORATED IN THE STATE OF NEW YORK AND LICENSED TO TRANSACT
BUSINESS IN THIS STATE ON OCTOBER 18, 2000, APPEARS TO HAVE
COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF
THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND IS AT
THIS TIME A FOREIGN CORPORATION IN GOOD STANDING AND AUTHORIZED TO
TRANSACT BUSINESS IN THE STATE OF ILLINOIS*****



In Testimony Whereof, I, hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 19TH
day of OCTOBER *A.D.* 2000.

Jesse White

SECRETARY OF STATE